

JONES SODA CO  
Form SC 13G  
September 25, 2014

Washington, D.C. 20549  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Jones Soda Co.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

480 23 P106

(CUSIP Number)

August 20, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to  
which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

{01866199.DOC;1 }

---

1. Names of Reporting Persons \_\_\_\_\_ Jennifer L. Cue
  
2. Check Appropriate Box if a Member of a Group:
  - (a)
  
  - (b)
  
3. SEC Use Only
  
4. Citizenship or Place of Organization United States citizen
  
5. Sole Voting Power of Shares 2,126,360
6. Shared Voting Power -0-
7. Sole Dispositive Power Beneficially Owned by Each Reporting Person 2,126,360
8. Shared Dispositive Power -0-
  
9. Aggregate Amount Beneficially Owned by Each Reporting Person 2,126,360
  
10. Check Box if Aggregate Amount in Row "9" Excludes Certain Shares
  
11. Percent of Class Represented by Amount in Row "9" 5.2%
12. Type of Reporting Person IN

{01866199.DOC;1 }

---

CUSIP NO. 480 23 P106 Schedule 13G Page 3 of 4 Pages

Item 1. (a) Name of Issuer Jones Soda Co.  
(b) Address of Issuer's Principal Executive Offices 1000 First Avenue South, Suite 100 Seattle, Washington 98134

Item 2. (a) Name of Person Filing Jennifer L. Cue  
(b) Address of Principal Business Office or, if none, Residence 1000 First Avenue South, Suite 100 Seattle, Washington 98134  
(c) Citizenship United States citizen  
(d) Title of Class of Securities Common Stock  
(e) CUSIP Number 480 23 P106

Item 3. If this Statement is Filed Pursuant §§ 240.13d-1(b), or § 240.13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o)

(b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c)

(c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c)

(d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)

(e) Investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E)

(f) Employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F)

(g) Parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G)

- (h) Savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i) Church plan excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J)
- (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K)

Item 4. Ownership

- (a) Amount beneficially owned 2,126,360(1)
- (b) Percent of class 5.2%(2)
- (c) Number of shares as to which the person has:
  - (i) sole power to vote or direct the vote 2,126,360(1)
  - (ii) shared power to vote or to direct the vote -0-
  - (iii) sole power to dispose of or direct disposition 2,126,360(1)
  - (iv) shared power to dispose of or direct disposition -0-
- (1) The 2,126,360 shares beneficially owned by Ms. Cue consist of (a) 2,106,360 shares owned directly, and (b) 20,000 shares subject to options currently exercisable by Ms. Cue.
- (2) Calculated in accordance with Exchange Act Rule 13d-3; based on a total of 40,989,962 shares of common stock, consisting of 40,969,962 shares outstanding as of close of business on August 31, 2014, plus 20,000 shares subject to options granted to Ms. Cue, which are currently exercisable.



Item 5. Ownership  
of  
Five  
Percent  
or  
Less  
of  
a  
Class.  
If  
this  
statement  
is  
[not applicable]  
filed  
to  
report  
the  
fact  
that  
as  
of  
the  
date  
hereof  
the  
reporting  
person  
has  
ceased  
to  
be  
the  
beneficial  
owner  
of  
more  
than  
5  
percent  
of  
the  
class  
of  
securities,  
check  
the  
following

Item 6. ~~Ownership~~ [not applicable]  
of  
More  
than  
Five  
Percent  
on  
Behalf  
of  
Another Person

Item 7. Identification  
and  
Classification  
of  
~~Identifiable~~ [not applicable]  
Subsidiary  
Which  
Acquired  
the  
Security  
Being  
Reported  
on  
By  
the  
Parent  
Holding  
Company of  
Control  
Person.....

Item 8. ~~Identifiable~~ [not applicable]  
and  
Classification  
of  
Members  
of  
Group

Item 9. Notice  
of  
Dissolution  
of  
~~Group~~ [not applicable]

Item 10. Certification:  
  
By signing  
below I certify  
that, to the best  
of my  
knowledge and  
belief, the

securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

September 24, 2014  
(Date)  
/s/ Jennifer L. Cue  
(Signature)

{01866199.DOC;1 }

---